Notice of Exempt
Offering of Securities

SEC1972 (09/08)

U.S. Securities and Exchange Commission

MAR 0 4 2009

Washington, DC 20549

(See instructions beginning on page 5) Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB APPROVAL
OMB Number: 3235-0076

Expires: March 31, 2009

Estimated average burden hours per response: 4.00

Form D 1

Item 1. Issuer's Identity Name of Issuer Entity Type (Select one) Previous Name(s) None Corporation Baja Investment Partners, LLC Limited Partnership Jurisdiction of Incorporation/Organization Limited Liability Company Oregon General Partnership **Business Trust** Year of Incorporation/Organization Other (Specify) (Select one) (Within Last Five Years Over Five Years Ago Yet to Be Formed 2008 (specify year) (If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).) Item 2. Principal Place of Business and Contact Information Street Address 1 Street Address 2 86 SW Century PMB 276 City Phone No. State/Province/Country ZIP/Postal Code Bend Oregon 97702 Item 3. Related Persons Middle Name Last Name First Name Davidson Patrick Lewis Street Address 2 Street Address 1 86 SW Century PMB 276 City State/Province/Country ZIP/Postal Code 97702 Oregon Bend X Executive Officer X Director Promoter Relationship(s): Clarification of Response (if Necessary) Mr. Davidson is the manager of Wanaka Properties, LLC (the manager of the Company) (Identify additional related persons by checking this box 🔲 and attaching Item 3 Continuation Page(s).) Item 4. Industry Group (Select one) **Business Services** Agriculture Construction **Banking and Financial Services** Energy **REITS & Finance** Commercial Banking **Electric Utilities** Residential **Energy Conservation** Insurance Other Real Estate Coal Mining Investing Retailing **Environmental Services** Investment Banking Restaurants Pooled Investment Fund Oil & Gas Technology Other Energy-If selecting this industry group, also select one fund Computers type below and answer the question below: **Health Care** Telecommunications Hedge Fund Biotechnology Other Technology Private Equity Fund Health Insurance Travel Venture Capital Fund Hospitals & Physcians Airlines & Airports Other Investment Fund **Pharmaceuticals** Lodging & Conventions Is the issuer registered as an investment Other Health Care company under the Investment Company Tourism & Travel Services Manufacturing Act of 1940? Yes Other Travel **Real Estate** Other Banking & Financial Services Other Commercial

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Item 5. Issuer Size (Select one) Revenue Range (for issuer not specifying "hedge" Aggregate Net Asset Value Range (for issuer or "other investment" fund in Item 4 above) specifying "hedge" or "other investment" fund in Item 4 above) OR No Revenues ◉ No Aggregate Net Asset Value \$1 - \$1,000,000 \$1 - \$5,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$50,000,000 \$25,000,001 - \$100,000,000 \$50,000,001 - \$100,000,000 Over \$100,000,000 Over \$100,000,000 **Decline to Disclose Decline to Disclose** Not Applicable Not Applicable Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply) Investment Company Act Section 3(c) Rule 504(b)(1) (not (i), (ii) or (iii)) Section 3(c)(9) Section 3(c)(1) Section 3(c)(10) Section 3(c)(2) Rule 504(b)(1)(ii) Section 3(c)(11) Section 3(c)(3) Rule 504(b)(1)(iii) Section 3(c)(4) Section 3(c)(12)] Rule 505 開 Section 3(c)(5) Section 3(c)(13) Section 3(c)(6) Section 3(c)(14) Securities Act Section 4(6) Section 3(c)(7) Item 7. Type of Filing Amendment New Notice OR Date of First Sale in this Offering: | December 31, 2008 First Sale Yet to Occur OR Item 8. Duration of Offering Does the issuer intend this offering to last more than one year? ☐ Yes ⊠ No Item 9. Type(s) of Securities Offered (Select all that apply) Pooled Investment Fund Interests ▼ Equity **Tenant-in-Common Securities** □ Debt **Mineral Property Securities** Option, Warrant or Other Right to Acquire Other (Describe) **Another Security** Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security **Item 10. Business Combination Transaction** Is this offering being made in connection with a business combination ☐ Yes **⋈** No transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary)

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Item 11. Minimum Investment
Minimum investment accepted from any outside investor \$ 25,000
Item 12. Sales Compensation
Recipient CRD Number
☐ No CRD Number
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number
□ No CRD Number
Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code
States of Solicitation All States
States of Solicitation All States AL AK AZ AR CA CO CT DE DC FL GA HI DD
IL IN IA KS KY LA ME MD MA MI MN MS MO
MT NE NV NH NJ NM NY NC ND OH OK OR PA
RI SC SD TN TX UT VI VA WA WW WW WI WI WY PR (Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(
(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(Item 13. Offering and Sales Amounts
Term 10. Offering and Julie Amount
(a) Total Offering Amount \$\\\^\$ 3,000,000 \\ \\\\\\\\\\\\\\\\\\\\\\\\\\
(b) Total Amount Sold \$ 1,886,232
(c) Total Remaining to be Sold \$ 1,113,768 OR Indefinite
(Subtract (a) from (b)) Clarification of Response (if Necessary)
Includes combined sales of promissory notes and preferred units.
Item 14. Investors
Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:
0
Enter the total number of investors who already have invested in the offering: 33
Item 15. Sales Commissions and Finders' Fees Expenses
Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate a check the box next to the amount.
Sales Commissions \$ 0
Clarification of Response (if Necessary) Finders' Fees \$ 0

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Item 16. Use of Proceeds	•
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.	Estimate
Clarification of Response (if Necessary)	
Loans payable by Baja to Mr. and Mrs. Davidson.	
Signature and Submission	
Please verify the information you have entered and review the Terms of Submission below before signing a	and submitting this notice.
Terms of Submission. In Submitting this notice, each identified issuer is:	
the State in which the issuer maintains its principal place of business and any State in which this notice is a process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleadi such service may be made by registered or certified mail, in any Federal or state action, administrative proagainst the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, di provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from the reasons stated in Rule 505(b)(2)(iii).	ing, and further agreeing that occeding, or arbitration brought arbitration (a) arises out of any irectly or indirectly, upon the fags, the Investment e statutes; or (ii) the laws of the
* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 199 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that a "covered securities" for purposes of NSMIA, whether in all Instances or due to the nature of the offering that is the subj routinely require offering materials under this undertaking or otherwise and can require offering materials only to the so under NSMIA's preservation of their anti-fraud authority.	re the subject of this Form D are ject of this Form D, States cannot
Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for si in Item 1 above but not represented by signer below.)	
Issuer(s) Name of Signer	
Baja Investment Partners, LLC Wanaka Properties, LLC	
Signature Title	· · · · · · · · · · · · · · · · · · ·
Patrick Davidson, Manager	
Number of continuation pages attached: 0	Date

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

3/2/09

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OMB APPROVAL
OMB Number: 3235-0076

Expires: March 31, 2009

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Form D 1

em 1. Issuer's Identity			
Name of Issuer	Previous Name(s)	None	Entity Type (Select one)
Baja Investment Partners, LLC			Corporation
Jurisdiction of Incorporation/Organization			Limited Partnership
Oregon			
			General Partnership
Year of Incorporation/Organization			Business Trust Other (Specify)
(Select one) Over Five Years Ago Within Last Five Years (specify year)	Yet	to Be Formed	Other (Specify)
(specify year)	2008		
If more than one issuer is filing this notice, check ti	his box and identify	additional issuer(s) by	attaching Items 1 and 2 Continuation Page(
tem 2. Principal Place of Business and			•
Street Address 1		Street Address 2	
86 SW Century PMB 276			
<u> </u>	e/Province/Country	ZIP/Postal Code	Phone No.
Bend Ore	gon	97702	408.859.1243
tem 3. Related Persons			
Last Name	First Name		Middle Name
	1		
Davidson	Patrick	Street Address 2	Lewis
Street Address 1		Street Address 2	
86 SW Century PMB 276			
City State	/Province/Country	ZiP/Postal Code	
Bend Oreg	jon	97702	
Relationship(s): X Executive Officer X Dia	rector Promoter		
Clarification of Response (if Necessary) Mr. Dav	idson is the manager	of Wanaka Propertie	s, LLC (the manager of the Company)
			and attaching Item 3 Continuation Page(
tem 4. Industry Group (Select one)		by thetking this box	und accounting them 5 continuations age.
Agriculture	○ Business :	Services	Construction
Banking and Financial Services	Energy		REITS & Finance
Commercial BankIng	\sim	c Utilities	Residential
Insurance		y Conservation	Other Real Estate
Investing Investment Banking	Coal M	_	○ Retailing
_	\subseteq	nmental Services	Restaurants
Pooled Investment Fund	OII & C		Technology
If selecting this industry group, also select one	fund Other	Energy	Computers
type below and answer the question below: Hedge Fund	Health Ca		Telecommunications
Private Equity Fund	\mathcal{L}	hnology	Other Technology
Venture Capital Fund	$\overline{}$	Insurance als & Physcians	Travel
Other Investment Fund	\subseteq	ais & Physcians aceuticals	Airlines & Airports
Is the issuer registered as an investment	0 21	Health Care	Lodging & Conventions
company under the Investment Compa	() Outen		Tourism & Travel Services
Act of 1940? Yes No	Real Estat	-	Other Travel
Other Banking & Financial Services	veai Estat	-	Other

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Revenue Range (for issuer not specifying "hedg or "other investment" fund in item 4 above)	specifying "hedge" or "other investment" fund
No Revenues	OR No Aggregate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
O Decline to Disclose	O Decline to Disclose
Not Applicable	Not Applicable
em 6. Federal Exemptions and Exclusions	Claimed (Select all that apply)
	Investment Company Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)(12)
Rule 505	Section 3(c)(5) Section 3(c)(13)
Rule 506	Section 3(c)(6)
Securities Act Section 4(6)	Section 3(c)(14)
em 7. Type of Filing	_
New Notice OR Amend	iment
New Notice OR	
New Notice OR	
New Notice OR	OR First Sale Yet to Occur
New Notice OR • Amendate of First Sale in this Offering: December 31, 200 em 8. Duration of Offering Does the issuer intend this offering to last more to	OR First Sale Yet to Occur
New Notice OR • Amendate of First Sale in this Offering: December 31, 200 Perm 8. Duration of Offering Does the issuer intend this offering to last more to the company of the company o	OR First Sale Yet to Occur than one year? Yes No
New Notice OR • Amendate of First Sale in this Offering: December 31, 200 em 8. Duration of Offering Does the issuer intend this offering to last more to the intended of th	OR First Sale Yet to Occur than one year? Yes No
New Notice OR • Amendate of First Sale in this Offering: December 31, 200 em 8. Duration of Offering Does the issuer intend this offering to last more to the company of Securities Offered (Selection Company) Equity Debt	OR
New Notice OR • Amendate of First Sale in this Offering: December 31, 200 em 8. Duration of Offering Does the issuer intend this offering to last more to the company of	OR First Sale Yet to Occur than one year? Yes No lect all that apply) Pooled Investment Fund Interests Tenant-in-Common Securities
New Notice OR • Amendate of First Sale in this Offering: December 31, 200 tem 8. Duration of Offering Does the issuer intend this offering to last more tem 9. Type(s) of Securities Offered (Selection Control Contr	OR First Sale Yet to Occur than one year? Yes No lect all that apply) Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities
New Notice OR • Amendate of First Sale in this Offering: December 31, 200 em 8. Duration of Offering Does the issuer intend this offering to last more to the mem 9. Type(s) of Securities Offered (Selection County) Equity Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	than one year? Yes No Yes No Yet all that apply Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)
New Notice OR • Amendate of First Sale in this Offering: December 31, 200 tem 8. Duration of Offering Does the issuer intend this offering to last more to tem 9. Type(s) of Securities Offered (Selection Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option,	than one year? Yes No Yes No



U.S. Securities and Exchange Commission Washington, DC 20549

Recipient CRD Number Sosociated Broker or Dealer	Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number No CRD. Street Address 1 Street Address 2
Street Address 1 Street Address 2	Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number No CRS Street Address 1 Street Address 2
treet Address 1 Street Address 2 Street Address 2	Street Address 1 Street Address 2 City States of Solicitation All States AL AK AZ AR CA CO CT DE DC FL GA HI IL IN IA KS KY LA ME MD MA MI MN MS MT NE NV NH NJ NM NY NC ND OH OK OR (Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Flem 13. Offering Amount (a) Total Offering Amount (b) Total Amount Sold (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary) Includes combined sales of promissory notes and preferred units. Item 14. Investors Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors, and entity in the offering have been or may be sold to persons who do not qualify as accredited investors.
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RI SC SD TN TX UT VT VA WA WA WW WW WY PR (Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Pag Item 13. Offering and Sales Amounts (a) Total Offering Amount \$ 3,000,000 OR Indefinite (b) Total Amount Sold \$ 1,886,232 (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary) Includes combined sales of promissory notes and preferred units. Item 14. Investors Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter to number of such non-accredited investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: Item 15. Sales Commissions and Finders' Fees Expenses Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate check the box next to the amount. Sales Commissions \$ 0	RI SC SD TN TX UT VT VA WA WW WI WY Clidentify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Filtem 13. Offering and Sales Amounts (a) Total Offering Amount \$ 3,000,000 OR Indefinite (b) Total Amount Sold \$ 1,886,232 (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary) Includes combined sales of promissory notes and preferred units. Item 14. Investors Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and entities.
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(a) Total Offering Amount (b) Total Amount Sold (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary) Includes combined sales of promissory notes and preferred units. Item 14. Investors Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter to number of such non-accredited investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: 33 Item 15. Sales Commissions and Finders' Fees Expenses Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate check the box next to the amount. Sales Commissions \$ 0	(a) Total Offering Amount (b) Total Amount Sold (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary) Includes combined sales of promissory notes and preferred units. Includes Combined Sold Sold Sold Sold Sold Sold Sold Sol
(a) Total Offering Amount (b) Total Amount Sold (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary) Includes combined sales of promissory notes and preferred units. Item 14. Investors Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter to number of such non-accredited investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: Item 15. Sales Commissions and Finders' Fees Expenses Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate check the box next to the amount. Sales Commissions \$ 0	(a) Total Offering Amount (b) Total Amount Sold (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary) Includes combined sales of promissory notes and preferred units. Item 14. Investors Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and ent
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U.S. Securities and Exchange Commission

Washington, DC 20549

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ents to any of the persons required to be named as mothers in response to Item 3 above. If the amount is unlikely the box next to the amount.	executive officers, \$ 1,495,100	Estimate
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Ins payable by Baja to Mr. and Mrs. Davidson.		
gnature and Submission		
Please verify the information you have entered and review the	e Terms of Submission below before signing	and submitting this notice.
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the State in which the issuer maintains its principal place of process, and agreeing that these persons may accept service such service may be made by registered or certified mail, in against the issuer in any place subject to the jurisdiction of the activity in connection with the offering of securities that is the provisions of: (i) the Securities Act of 1933, the Securities Excompany Act of 1940, or the Investment Advisers Act of 1940 State in which the issuer maintains its principal place of busing Certifying that, if the issuer is claiming a Rule 505 ethe reasons stated in Rule 505(b)(2)(iii).	e on its behalf, of any notice, process or plead any Federal or state action, administrative pr he United States, if the action, proceeding or he subject of this notice, and (b) is founded, of thange Act of 1934, the Trust Indenture Act of 0, or any rule or regulation under any of thes ness or any State in which this notice is filed.	ding, and further agreeing that occeding, or arbitration brought arbitration (a) arises out of any directly or indirectly, upon the of 1939, the Investment se statutes; or (ii) the laws of the
* This undertaking does not affect any limits Section 102(a) of the N 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to rec "covered securities" for purposes of NSMIA, whether in all instances routinely require offering materials under this undertaking or other so under NSMIA's preservation of their anti-fraud authority.	quire information. As a result, if the securities that is or due to the nature of the offering that is the sub	are the subject of this Form D are oject of this Form D, States cannot
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Issuer(s)	Name of Signer	
Baja Investment Partners, LLC	Wanaka Properties, LLC	
Signature	Title	
Carrie De	Patrick Davidson, Manager	
Number of continuation pages attached: 0		Date 3/2/09
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